

EXHIBIT 2

Bell Atlantic NYNEX Mobile, Inc.
180 Washington Valley Road
Bedminster, NJ 07921
908 306-7392
FAX 908 306-7329

Katherine S. Abrams
Regional Counsel

October 11, 1996

Via Fax No. (602) 664-1057

Mr. Douglas Fougnes
President and CEO
Cellexis International, Inc.
4615 South Ash Avenue
Suite H-5
Tempe, AZ 85282

Via Fax No. (202) 785-4280

Mr. Mark London
London & Mead
1225 19th Street NW
Washington, DC 20036

Via Fax No. (602) 253-3255

I. Douglas Dunipace, Esq.
Jennings, Strouss and Salmon P.L.C.
One Renaissance Square
Two North Central
Phoenix, AZ 85004-2393

Re: Termination of Washington/Baltimore Trial

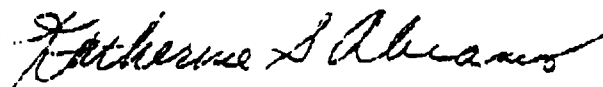
Dear Messrs. Fougnes and Dunipace:

Pursuant to the Agreement entered into between Cellexis International Inc. and Bell Atlantic NYNEX Mobile, please be advised that Bell Atlantic NYNEX Mobile intends to terminate the Washington/Baltimore trial on February 19, 1997. Please arrange to disconnect any facilities connected to the BANM switch on or before that date.

Please contact Kim Gordon in our Reseller Group at (908) 306-7756 to arrange to disconnect service to the numbers provided to you in connection with the trial. Cellexis shall remain responsible for payment of all charges up to and including the date of termination.

Thank you for your attention to this matter.

Very truly yours,



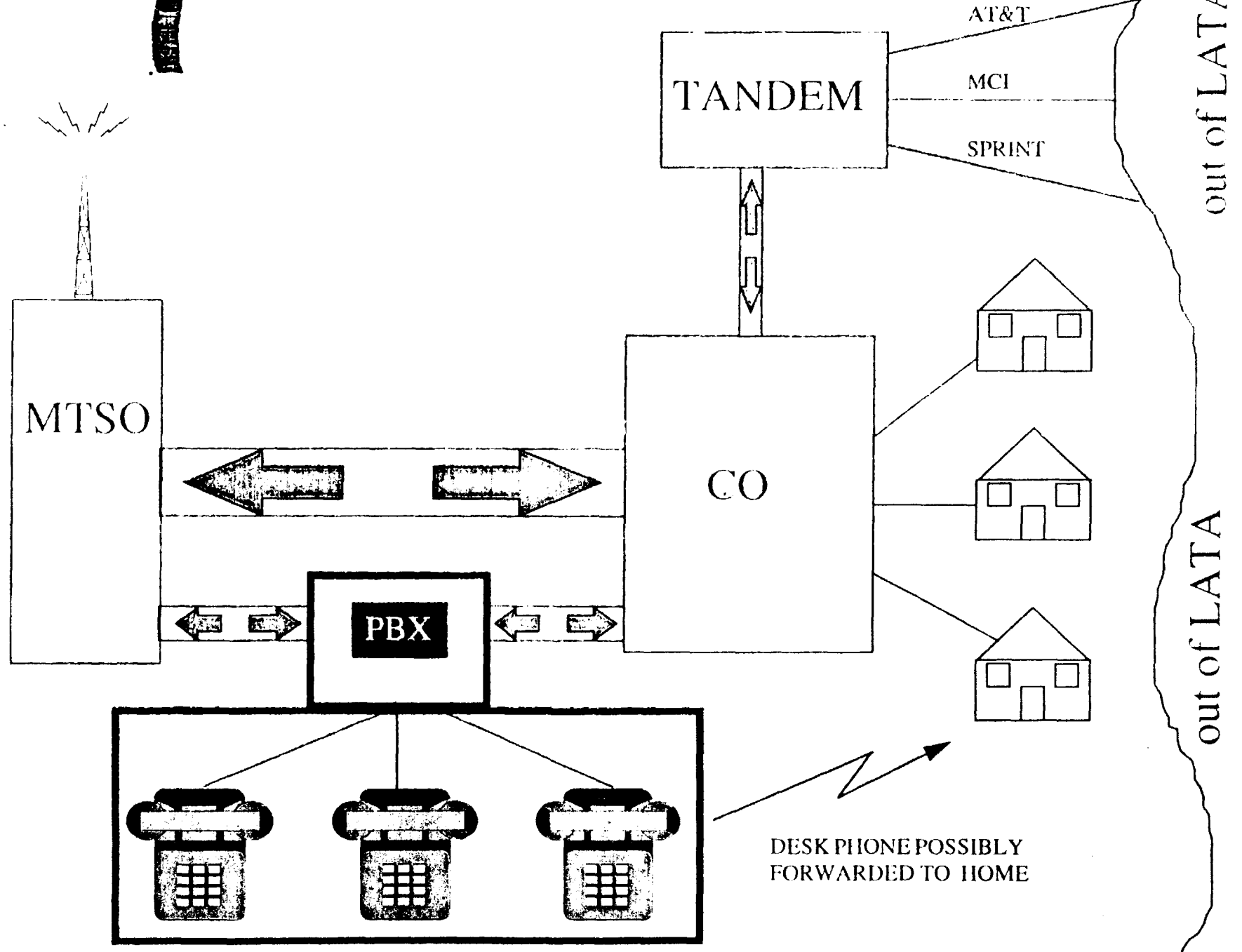
Katherine S. Abrams

cc: Ms. Kim Gordon
Mr. Larry Rybar

A Mobile Services Joint Venture

EXHIBIT 3

CURRENTLY PROVIDED DIRECT CONNECT SERVICE



A

EXHIBIT 4

CELLEXIS VALUE ADDED CELLULAR CALL METERING

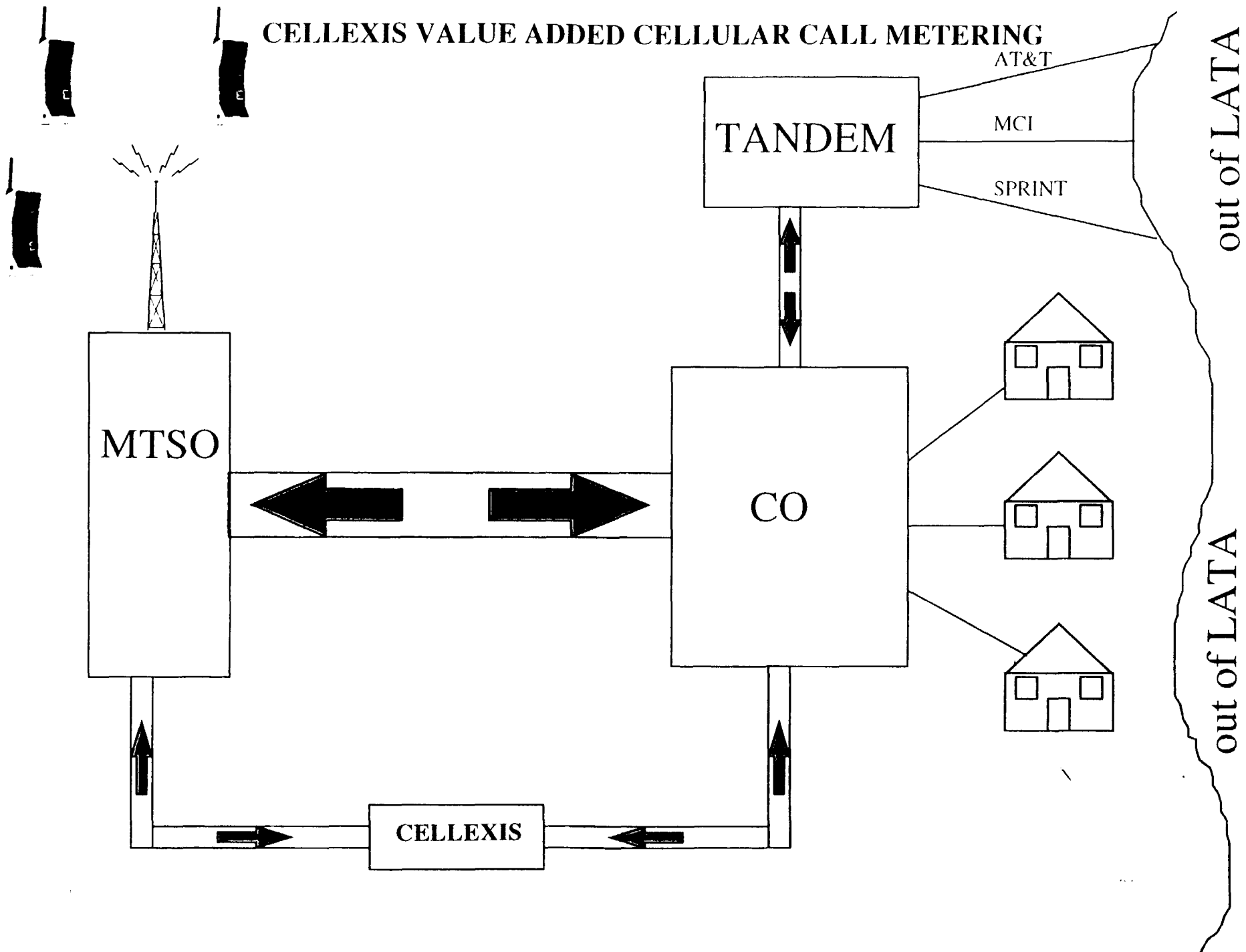


EXHIBIT 5

Mobile Direct Office Direct

Your Direct Connection To Saving Time And Money

Here's How The Office Direct Option Works

With Office Direct,[™] a member of the Bell Atlantic[®] Mobile Direct[™] Family of Cellular Network Services, local cellular phones operate like PBX/Centrex extensions and allow direct access to any least-cost routing capability your company has negotiated with your long distance carrier. This option is possible because calls are routed over a dedicated circuit your company provides between the local Bell Atlantic Mobile Switching Center (MSC) and your company's PBX or Centrex.

Advantages

- ▷ Integrates mobile and office networks.
- ▷ Eliminates landline termination charges (in certain cellular markets).
- ▷ Extends long distance savings from your company's office phone system to your company's mobile phones.
- ▷ Provides abbreviated 4 or 5 digit dialing to and from mobile phones.*

*If mobile numbers do not have the same area code and prefix as the PBX/Centrex phone in your office, abbreviated dialing is only available from mobile phones to in-office destinations.

Applications

If your employees frequently call company office locations within their home cellular service area, Office Direct can help them save time and money on their cellular communications.

Mobile Direct makes a powerful business tool even more effective for your company.

In today's competitive business climate, you need every advantage you can get. That's why you've probably come to depend on cellular phones to keep your personnel mobile and responsive in the field.

The advantages of wireless telecommunications have made mobile phones one of the most powerful business tools you can use. And now there is an easy way to make your company's mobile phone usage even more cost effective and convenient. It's Bell Atlantic® Mobile Direct.™

Mobile Direct is a portfolio of advanced technology services that integrate your mobile and landline phone networks. The mobile environment becomes a virtual extension of your office telecommunications, allowing more efficient management of cellular communications and costs.

Three ways Mobile Direct can help you manage your telecommunications

Mobile Direct offers your company three different service options. You can select the option(s) which best match your company's configuration and mobile phone usage pattern:

- ▶ LD Direct™
- ▶ Office Direct™
- ▶ Office Express™

Mobile Direct enables a mobile phone to operate much like an extension of your office phone

users through Mobile Direct, they can take advantage of the least-cost routing capabilities – and any potential long distance savings – already available with your office system.

CONTROL LONG DISTANCE CHARGES

With Mobile Direct, long distance calls can be routed in two ways: either through your office phone system, or by direct access to your Private Virtual Network (PVN).

By using the same designated long distance service provided for your office, long distance cellular calls can be charged at a reduced rate, instead of at the standard commercial rates applied to individual cellular customers. So if your long distance carrier offers bulk discounted rates, Mobile Direct's routing can mean that the savings you've negotiated for your office phones can now be available on your company's cellular long distance calls. Cellular long distance calls may count towards your long distance volume discount pricing as well.

SAVE TIME WITH ABBREVIATED DIALING

The time savings and convenience of abbreviated dialing may also be available to your company's mobile phone users, depending upon the Mobile Direct option you select.

Get the Mobile Direct advantage for your telecommunications system.

The Mobile Direct portfolio of services is available exclusively from Bell Atlantic Mobile. For more information about the service option that best suits your company's mobile user configuration,

Mobile Direct LD Direct

Your Direct Connection To Saving Time And Money

Here's How The LD Direct Option Works

LD Direct™, a member of the Bell Atlantic® Mobile Direct™ Family of Cellular Network Services, provides access to your designated long distance carrier and your Private Virtual Network (PVN). When calling from your home cellular service area or when roaming in TravelLink™ areas throughout Bell Atlantic Mobile service locations, LD Direct provides your company's mobile phone users with the same long distance savings you've negotiated for your company's office phone system. (TravelLink™ is also a member of the Bell Atlantic® Mobile Direct™ Family of Cellular Network Services.)

Advantages

- Integrates mobile and office networks.
- Extends long distance savings available with your company's office phone system to your company's mobile phones.
- Permits abbreviated dialing to your designated long distance network from mobile phones.*
- May be used in combination with the Office Express™ option for convenient connection to in-office extensions from mobile phones.

*Special dialing arrangements must exist between Bell Atlantic Mobile and your company's long distance carrier for this feature to be effective.

Applications

If your company has several locations nationwide, your employees incur high long distance charges, or your employees roam in other Bell Atlantic Mobile TravelLink areas, LD Direct can best meet your cellular communication needs.

Mobile Direct Office Express

Your Direct Connection To Saving Time

Here's How The Office Express Option Works

Office Express™, a member of the Bell Atlantic® Mobile Direct™ Family of Cellular Network Services, provides recognition of your company's mobile phones at the local Bell Atlantic Mobile Switching Center (MSC). The MSC automatically adds the correct area code and prefix for your office to the four or five digit extension number dialed by your mobile user. The call is then passed on to your PBX – and the appropriate extension – as if a full telephone number had been dialed.

Advantages

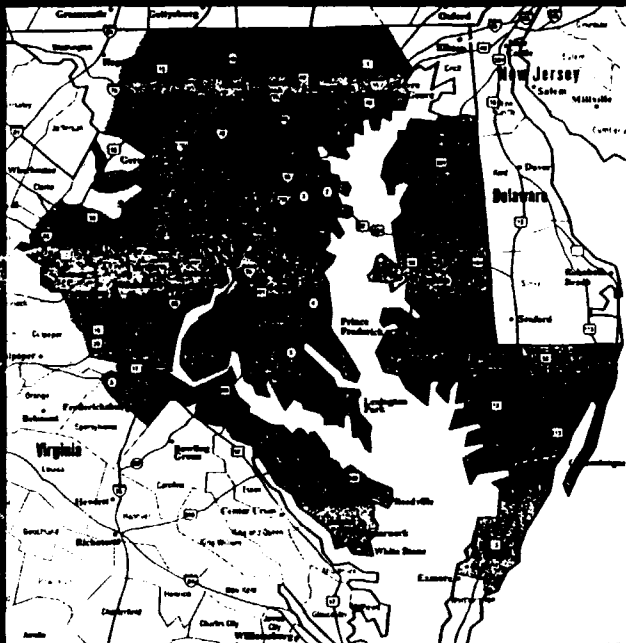
- ▷ Integrates mobile and office networks.
- ▷ Makes it easier to dial in-office extensions from mobile phones.
- ▷ May be used in combination with the LD Direct™ option to generate long distance savings already available with your office system.

Applications

If your employees frequently call company office locations within their home cellular service area, Office Express can help them save time on their cellular communications.

EXHIBIT 6

MobileMinutes Local Calling Area



An activation fee of \$30 applies. Toll and airtime free numbers are always 911, *611, *BAM, *226 and 1-800-832-4820. Bell Atlantic NYNEX Mobile reserves the right to terminate service if the account contains a \$0 balance after 90 days. Each credit card prepaid amount expires two months from date of credit card payment. Roaming calls can be placed using the 1-800-832-4820 toll-free number.

Visit any one of our Communications Stores or Kiosks to purchase your MobileMinutes Card.

Communications Stores

Alexandria
3210 Duke Street
Alexandria, VA 22314
(703) 212-8248

Annapolis
1967 West Street
Annapolis, MD 21401
(410) 573-2340

Arlington
3100 Clarendon Blvd.
Arlington, VA 22201
(703) 522-7777

Baltimore
1420 Joh Avenue
Baltimore, MD 21227
(410) 646-5700

Bel Air
2 Bel Air South Parkway
Bel Air, MD 21015
(410) 515-7700

Fairfax
11213-M Lee Highway
Fairfax, VA 22030
(703) 352-2355

Frederick
1160 W. Patrick Street
Frederick, MD 21702
(301) 695-6000

Gaithersburg Square
472 North Frederick Avenue
Gaithersburg, MD 20877
(301) 212-9800

Lanham
9700 E. Martin Luther King, Jr.
Blvd., Suite E
Lanham, MD 20706
(301) 459-0660

Potomac Mills
13020 Worth Avenue
Woodbridge, VA 22192
(703) 497-6200

Reston
11830 Spectrum Center
Reston, VA 22097
(703) 437-2600

Rockville
11711 Parklawn Drive
Rockville, MD 20852
(301) 770-4411

Timonium
4 West Aylesbury Road
Timonium, MD 21093
(410) 561-9950

Tysons Corner
2059 Chain Bridge Road
Vienna, VA 22182
(703) 847-0077

Washington, D.C.
1304 G Street, NW
Washington, DC 20005
(202) 624-0072

Mall Kiosks

Columbia Mall
10275 Little Patuxent
Parkway
Columbia, MD 21044
(410) 992-3446

White Marsh Mall
Silver Spring Road
Baltimore, MD 21236
(410) 627-1200

Laurel Centre Mall
14828 Baltimore Avenue
Laurel, MD 20707
(301) 520-6672

© Bell Atlantic NYNEX Mobile

No Annual Contract.

No Deposit.

No Credit Approval.

No Surprises.

MobileMinutes
CARD

© Bell Atlantic NYNEX Mobile

Introducing the
MobileMinutes™ Card.

© Bell Atlantic NYNEX Mobile

The Prepaid Cellular Calling Service that allows you to pay as you go.

The MobileMinutes Card:

Puts You In Control

It's the prepaid cellular service that allows you to control your usage and costs. With the MobileMinutes Card, you decide what you want to spend and how long you want to talk. The MobileMinutes Card will keep track of all your calls for you.

Easy To Use Easy To Get

Activating your cellular phone on the MobileMinutes Card couldn't be easier because there is:

• No Annual Contract

• No Security Deposit

• No Credit Check

Cellular Services You Can Depend On

The MobileMinutes Card gives you the same convenience and quality cellular service that you expect from Bell Atlantic NYNEX Mobile - the leader in cellular service.

Flexible

The MobileMinutes card can adjust to your lifestyle. Service is available in \$50 and \$75 amounts. So depending on your personal calling needs, you may purchase as little or as much as you need.

Smart

The MobileMinutes Card will automatically tell you how much time you have left to talk each time you place a call.

Cellular Services Without Surprises

Sign up for the MobileMinutes Card and know exactly what your costs will be - no surprises. Because when you pay up front, you will never, ever receive a cellular phone bill.

Calls made within your local calling area:

- Local calls - \$1 per minute.
- Long distance - an additional 25¢ per minute.

Calls made outside your local calling area:

- \$1.95 per minute

To Get More MobileMinutes

You will hear a reminder tone four minutes before all the minutes on your card are used up. This tone will be repeated every minute thereafter. So you have time to end your call.

It's now time for you to purchase more MobileMinutes.

Just dial **1-800-832-4820** or ***BAM (*226)** from your cellular phone (toll and airtime free). Have your credit card ready and tell us how much time you would like to purchase. We will process your payment on-line and update your balance immediately. Nothing could be easier.

Or if you prefer to pay cash, you can visit any one of our Bell Atlantic NYNEX Mobile Communications Stores listed on the back page to purchase a new card.

MobileMinutes is another innovative idea from the leader in cellular phone service. Add it all up. The MobileMinutes Card offers convenience, confidence, and it makes controlling your cellular cost easy. It's just one more way we're responding and innovating to meet your cellular calling needs.

© Bell Atlantic NYNEX Mobile

EXHIBIT 7

Airtime Rates as low as:

\$.49/peak*

\$.39/off-peak*

CELLEXIS

****Pre-Paid Cellular****

Now you can activate your cellular
phone without a:

- Credit Check
- Contract
- Deposit

Call 202-608-4000 for more details
or visit 651 Penn. Ave., SE
Washington, DC



*Requires activation with Cellexis Prepaid Cellular. Activation, programming, monthly access fees apply. Costs are per minute. Long distance, toll charges, and other fees may apply. Peak times are 7 a.m.-9 p.m. M-F, off-peak times are any other times and some major holidays.

EXHIBIT 8

DECLARATION OF DOUGLAS FOUGNIES

I hereby declare under penalty of perjury that I have reviewed the information submitted in this Motion, and that it is true and correct to the best of my knowledge and belief.



Douglas Fougnyes
President and CEO
Cellexis, International, Inc.

Date: December 20, 1996